



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas

JUN 25 2001

Corporations Section

ASSUMED NAME CERTIFICATE FOR FILING WITH THE SECRETARY OF STATE

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is

RailWorks Track Systems - Texas, L.P.

2. The assumed name under which the business or professional service is or is to be conducted or rendered is

RailWorks Wm. A. Smith

3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas and the address of its registered or similar office in that jurisdiction is

800 Brazos, Austin, Texas 78701

4. The period, not to exceed 10 years, during which the assumed name will be used is

10 years

5. The entity is a (check one):

A.

- | | |
|---|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Non-Profit Corporation |
| <input type="checkbox"/> Professional Corporation | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input checked="" type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Registered Limited Liability Partnership | |

B. If the entity is some other type business, professional or other association that is incorporated, please specify below (e.g., bank, savings and loan association, etc.)

6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 800 Brazos, Austin, Texas 78701

and the name of its registered agent

at such address is

Corporation Service Company

The address of the principal office (if not the same as the registered office) is

6225 Smith Avenue, Suite 200, Baltimore, MD 21209-3613

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A

and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A

and the office address elsewhere is N/A

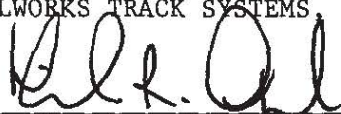
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT")

ALL

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document.

RAILWORKS TRACK SYSTEMS, INC., general partner

By



Signature of officer, general partner, manager,
representative or attorney-in-fact of the entity

NOTE

This form is designed to meet statutory requirements for filing with the secretary of state and is not designed to meet filing requirements on the county level. Filing requirements for assumed name documents to be filed with the county clerk differ. Assumed name documents filed with the county clerk are to be executed and acknowledged by the filing party, which requires that the document be notarized.